

**WRITTEN CONSENT OF SOLE MEMBER
OF OPERR PLAZA, LLC**

MAY 15, 2023

The undersigned sole member of Operr Plaza, LLC, a New York limited liability company (the “**Company**”), and the members of the board of directors of the Company (the “**Board**”) hereby take the following actions and adopt the following resolutions (the “**Resolutions**”) by written consent as of the date first written above, pursuant to the New York Limited Liability Company Act, and that certain Operating Agreement of Operr Plaza, LLC, effective as of July 18, 2018, as amended by that certain Amendment to Operating Agreement of Operr Plaza, LLC, dated October 18, 2019, and further amended by that certain Amendment to Operating Agreement of Operr Plaza, LLC, dated June 16, 2021, and further amended by that certain Amended and Restated Operating Agreement of Operr Plaza, LLC, dated as of May 15, 2023 (the “**Operating Agreement**”):

WHEREAS, the undersigned sole member and the Board have reviewed the financial records of the Company, have considered the business and financial condition of the Company, and are aware of the assets, liabilities, potential liabilities and liquidity of the Company; and have had the opportunity to consult with the management and advisors of the Company and fully considered all of the strategic alternatives available to the Company; and

WHEREAS, as a result of the Company's current financial situation, it appears that it is necessary for the Company to file a petition seeking relief under the provisions of chapter 11 (the “**Bankruptcy**”) of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Eastern District of New York (the “**Bankruptcy Court**”).

**AUTHORIZATION TO FILE VOLUNTARY
PETITION UNDER CHAPTER 11**

IT IS THEREFORE, RESOLVED, that the undersigned sole member and the Board have determined in their judgment that it is desirable and in the best interests of the Company, its creditors, and other interested parties to commence the Bankruptcy; and it is

FURTHER RESOLVED, that Bill Wang, the Treasurer of the Company, Dane Smith, the President and a director of the Company, Duane Beasley, the Vice President and a director of the Company, and Michael Sugarman, the Secretary of the Company (each, an “**Authorized Officer**” and, collectively, the “**Authorized Officers**”), together with Nat Wasserstein, the Independent Director of the Company (“**Independent Director**”), alone or with the other be, and hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the Bankruptcy, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Bankruptcy, with a view to the successful prosecution of such case; and it is

FURTHER RESOLVED, that the Authorized Officers and the Independent Director be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company, to negotiate, make, execute and deliver, either jointly or severally, any and all debtor-in-possession loan documents, and any and all amendments, supplements, modifications, extensions, renewals, replacements, agreements, documents and instruments

relating to the foregoing, subject to any requisite Bankruptcy Court approval; and it is

FURTHER RESOLVED that, in the event that any Authorized Officer or member of the Board is conflicted with respect to any transaction, agreement or other matter involving the Company (whether pursuant to his relationship with parent companies or affiliates of the Company or otherwise) (any such transaction, agreement or other matter, a “**Conflicted Matter**”), such conflicted Authorized Officer or Board member shall recuse himself from such Conflicted Matter and the other Authorized Officers and members of the Board, including the Independent Director, who do not have a conflict, shall be authorized and empowered to act in accordance with, and subject to the terms of, the Operating Agreement on behalf of the sole member and/or the Board in connection with such Conflicted Matter; and it is

FURTHER RESOLVED, that the law firm of Westerman Ball Ederer Miller Zucker & Sharfstein, LLP (“**WBEMZ&S**”) is hereby engaged as bankruptcy counsel to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights in connection therewith, and the Authorized Officers and Independent Director are hereby authorized and directed to execute appropriate retention agreements and to cause to be filed an appropriate application for authority to retain the services of WBEMZ&S; and it is

FURTHER RESOLVED, that the Authorized Officers and Independent Director be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company, to retain or continue to employ such other professionals as they deem necessary, proper or desirable during the course of the Bankruptcy, including CBRE, Inc., to assist in the sale or other disposition of the Company’s property located at 37-31 10th Street, Long Island City, New York 11101, subject to any requisite Bankruptcy Court approval; and it is

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company, enter into an agreement by and among IV - CVCF NEB I TRUST (the “**Lender**”), the Company and Clean Air Car Service & Parking Branch Two, LLC, a limited liability company organized under the laws of the State of New York (together with the Company, the “**Borrowers**”), pursuant to which, among other things, the Lender will (a) forbear from exercising its rights and remedies under the applicable loan documents (the “**Loan Documents**”), and (b) will advance certain funds to each of the Borrowers pursuant to the Loan Documents to be used by the Borrowers in connection with the commencement of chapter 11 bankruptcy proceedings by them and the sale of their respective assets.

RATIFICATION OF ALL PRIOR AND FUTURE ACTIONS

IT IS THEREFORE, RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers and the Independent Director, each of the Authorized Officers and Independent Director or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing Resolutions; and it is

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects ratified and approved; and it is

FURTHER RESOLVED, that this Written Consent shall serve in lieu of a meeting of the voting members of the Company and the undersigned hereby waives all requirements as to notice of a meeting.

This written consent may be executed in as many electronic or original counterparts as may be required; all counterparts shall collectively constitute one and the same consent.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned sole member of the Company and the members of the Board have executed this Written Consent as of the date first set forth above.

IV – CVCF NEB REO, LLC,
Sole Member of Operr Plaza, LLC

By: /s/ Kenneth Vitkin
Name: Kenneth Vitkin
Title: Executive Vice President

**MEMBERS OF THE BOARD OF
DIRECTORS OF CLEAN AIR CAR
SERVICE & PARKING BRANCH
TWO, LLC**

By: /s/ Nat Wasserstein
Name: Nat Wasserstein
Title: Independent Director

By: /s/ Dane Smith
Name: Dane Smith
Title: Director

By: /s/ Duane Beasley
Name: Duane Beasley
Title: Director